

Three Critical Conferences—In One!

October 9-11, 2007—San Francisco
and via Nationwide Live Video Webcast



The 2nd Annual Proxy Disclosure Conference: “Tackling Your 2008 Compensation Disclosures”



The 4th Annual Executive Compensation Conference: “Lessons Learned”



Necessary Compensation Fixes—Impacting Your Proxy Disclosures



1st Annual ‘The Corporate Counsel Speaks’ Conference: “Hot Topics and Practical Guidance Conference”



The Leading Authorities (partial list):

- Samuel Armacost, Lead Director Chevron Corporation; former CEO, Bank of America
- Alan Beller, Cleary Gottlieb
- Mark Borges, Mercer Human Resources
- Jesse Brill, The Corporate Counsel
- Howard Dicker, Weil Gotshal & Manges
- Paula Dubberly, SEC Associate Director, Division of Corporation Finance
- Alan Dye, Hogan & Hartson
- Peggy Foran, Pfizer
- Amy Goodman, Gibson Dunn & Crutcher
- Keith Higgins, Ropes & Gray
- Mike Kesner, Deloitte Consulting
- Alan Kailer, Hunton & Williams
- Cary Klafter, Intel
- David Martin, Covington & Burling
- David Lynn, former SEC Chief Counsel, Division of Corporation Finance
- Ron Mueller, Gibson Dunn & Crutcher
- John Olson, Gibson Dunn & Crutcher
- Scott Spector, Fenwick & West
- Linda Thomsen, SEC Director, Enforcement
- John White, SEC Director, Division of Corporation Finance



Why: There could not be a more critical time to have the crucial, up-to-the moment guidance that will be imparted. “No one provides the same level of practical, authoritative guidance that you get from these special Jesse Brill/Broc Romanek Conferences.”



Who Should Attend: Anyone responsible for preparing or reviewing compensation disclosures and practices—including CEOs, CFOs, HR staff, lawyers, corporate secretaries, accountants and consultants. Plus, every corporate practitioner (including associates, paralegals and stock plan administrators) will need the nuggets and latest guidance in the “The Corporate Counsel Speaks” sessions.



Where: You have two choices: you can attend the Conference at the San Francisco Marriott or via Nationwide Live Video Webcast to desktops, boardrooms and conference rooms. [If you plan to attend in San Francisco, space is limited. Make your reservations for the Marriott as soon as possible online or call 800-266-9432. Be sure to mention the NASPP Conference to receive reduced rates.]



Do not delay. Hold your place. Return the form on page 4 today.

Three ‘Must’ Conferences—In One!

The 2nd Annual Proxy Disclosure Conference: “Tackling Your 2008 Compensation Disclosures”

October 9, 2007 (*Times are West Coast—but all panels will be archived and available at your discretion*)

As all those who attended last year’s conference can attest, this is the definitive conference for everyone involved in preparing, drafting, reviewing—or providing advice regarding—your proxy compensation disclosures. The new requirements and higher expectations for the 2008 disclosures may, in many respects, be more demanding than this past year—with greater potential consequences.

You will want to make sure that all your people hear each and every one of the panels. Last year, over 5,000 people attended this conference in person and via the Nationwide Live Video Webcast. This year’s audience will be even larger.

- 8:00 – 9:15 am** **“Your CD&A: Hot Spots and Vulnerabilities”**
Speakers: **Paula Dubberly**, *Associate Director, Division of Corporation Finance*; **Alan Beller**, *Cleary Gottlieb Steen & Hamilton*; **Mark Borges**, *Mercer Human Resources Consulting*; **Ron Mueller**, *Gibson Dunn & Crutcher*
- 9:15 – 9:30 am** **“Determining Who is Covered under the Tables”**
Speakers: **Paula Dubberly**; **Ron Mueller**
- 9:30 – 10:30 am** **“Re-Tackling the Summary Compensation Table”**
Speakers: **Paula Dubberly**, **Mark Borges**, **Ron Mueller**, **Alan Kailer**, *Hunton & Williams*
- 10:50 – 11:25 am** **“Analyzing the Equity-Based Tables”**
Speakers: **Paula Dubberly**; **Alan Kailer**; **Howard Dicker**, *Weil Gotshal & Manges*; **Martha Steinman**, *LeBoeuf Lamb*
- 11:25 – 12:00 pm** **“Overcoming Challenges in the Retirement Pay Tables”**
Speakers: **Paula Dubberly**; **Mark Borges**; **Mike Kesner**, *Deloitte Consulting*; **Tim Marnell**, *Towers Perrin*
- 12:00 – 12:30 pm** **“Keynote—Executive Compensation: The Latest Views from the SEC Staff”**
Speaker: **John White**, *SEC Director, Division of Corporation Finance*
- 1:30 – 2:15 pm** **“Dealing with the Complexities of Perks”**
Speakers: **Alan Dye**, *Hogan & Hartson*; **Mark Borges**
- 2:15 – 2:45 pm** **“Change-of-Control and Severance Arrangements”**
Speakers: **Mike Kesner**; **Scott Spector**, *Fenwick & West*
- 3:05 – 3:30 pm** **“Director Compensation Disclosures”**
Speakers: **Keith Higgins**, *Ropes & Gray*; **Scott Spector**
- 3:30 – 4:30 pm** **“How to Handle Related Party Transaction Disclosures and Director Independence”**
Speakers: **Alan Dye**; **Amy Goodman**, *Gibson Dunn & Crutcher*; **Keith Higgins**
- 4:30 – 5:30 pm** **“Putting It All Together: Disclosure Collaboration and Controls”**
Speakers: **Peggy Foran**, *Pfizer*; **Cary Klafter**, *Intel*; **Ed Hauder**, *Exequity*; **John Olson**, *Gibson Dunn & Crutcher*

The 4th Annual Executive Compensation Conference “Lessons Learned”

“Necessary Compensation Fixes—Impacting Your Proxy Disclosures”

October 11, 2007 (*Times are West Coast—but all panels will be archived and available at your discretion*)

HEIGHTENED IMPORTANCE: Anyone attending the above 2nd Annual Proxy Disclosure Conference will need to also attend this key conference. This major one-day conference has taken on heightened importance under the SEC’s new executive compensation rules. The regulators and the critics are not happy with the failure of many companies to provide meaningful “Analysis” in their 2007 CD&As. For 2008, all eyes will be focused on the “Analysis” section of the CD&A and the need to address the *tools* that compensation committees are utilizing—and the resulting findings and actions. As a result, this Conference will be a “must” for anyone who has any role in the preparation or review of proxy statements.

With directors—as well as those executives, lawyers, and consultants who review or prepare this year’s proxy disclosures—about to face greater scrutiny and potential exposure than ever before—attendance at this year’s conference truly is a “must.”

- 7:30 – 7:45 am** **Opening Address: “Lessons Learned”—John Olson**, *Gibson Dunn & Crutcher*
- 7:45 – 8:45 am** **“How Much? Rethinking Everything, Including Routine Grants, Post-Employment Provisions and More”**
Sam Armacost, former CEO, Bank of America will join key directors and top consultants who will speak with candor.

Do Not Delay. Hold your place today!

The Analytic Tools

The following panels will provide practical, first-hand guidance on dealing with the analytic tools that are now expected of compensation committees—and what to say about the tools in the CD&A “Analysis” section:

- 9:15 – 9:50 am** **“Breaking Down the Peer Benchmark Survey: Holes & Fixes”**
Benchmark surveys are flawed. Learn from insiders what companies should be doing.
- 9:50 – 10:30 am** **“How to Implement Internal Pay Equity”**
Learn from a Board Chair and others that have recently gone through the process.
- 11:00 – 11:30 am** **“Refining Tally Sheets: Fixes and Action Items”**
Key consultants will share their latest guidance.
- 11:30 – 12:15 pm** **“How to Implement a Wealth Accumulation Analysis—What to Do With Your Findings”**
Learn from a major company, Kellogg, that is going through the process of re-examining its compensation—applying wealth accumulation as a key analytic tool.

Key “Hot-Button” Fixes

Many companies are now re-examining and fixing “hot button” provisions. The following panels will address:

- 1:45 – 3:00 pm** **“The Consultants Speak: Straight Talk from the Top Experts”**
A “no holds barred” session with the top consultants.
- 3:30 – 4:00 pm** **“Drafting Effective Forfeiture and Clawback Provisions”**
Hear from Intel and McDonald’s on how they recently implemented provisions with teeth.
- 4:00 – 4:30 pm** **“Fixing Post-Retirement and Severance Arrangements”**
Candid advice on necessary actions to return these provisions to their intended purpose.
- 4:30 – 4:45 pm** **“How to—and Why You Should—Unwind Tax Gross-Ups”**
Practical advice and candor from the trenches.
- 4:45 – 5:00 pm** **“Airplane Perks: The “Right” Way to Calculate Incremental Cost”**
Straight talk and guidance on getting these sensitive disclosures ‘right.’

“1st Annual ‘The Corporate Counsel Speaks’ Conference” “Hot Topics and Practical Guidance”

October 10, 2007 (*Times are West Coast—but all panels will be archived and available at your discretion*)

For years, our loyal readers of *The Corporate Counsel* have asked us to provide the type of practical guidance we have become known for—in a Conference format. We have listened! At this Conference, you will be brought up-to-speed on the latest innovations and developments that you are grappling with (e.g., Google’s transferable options program). And, you will get the latest thinking from the foremost experts on “bread and butter” topics that you deal with in your daily practice. This conference will also cover the latest proxy season challenges, such as the implications of e-Proxy and how solicitation strategies need to change, as well as a lightning “nuggets” round on avoiding costly executive compensation disclosure mistakes. [And, you will want to play over and over (for your executives and anyone involved with insiders’ transactions) Jesse Brill and Alan Dye’s “Ten Preventive Nuggets.”]

- 9:00 – 9:20 am** **Keynote: Linda Chatman Thomsen, SEC Enforcement Director**
- 9:20 – 10:00 am** **“Rule 10b5-1 Plans: What You Need to Do Now”**
Linda Chatman Thomsen, Alan Dye and Ron Mueller will provide the latest guidance on this hot issue.
- 10:30 – 11:45 am** **“Solicitation, Media, and IR Strategies: After E-Proxy and the Loss of Broker Non-Votes”**
The latest guidance from the key players. A “must” for all inside counsel and corporate secretaries.
- 1:15 – 1:35 pm** **“Ten Preventive Nuggets in 15 Minutes: How to Avoid Costly & Embarrassing Insider Violations”**
Speakers: **Jesse Brill**, *The Corporate Counsel* and NASPP; **Alan Dye**, *Hogan & Hartson* and *Section16.net*
- 1:35 – 2:30 pm** **“20 Most Common (But Surprising) Compensation Disclosure Mistakes”**
Speakers: **Mark Borges**, *Mercer Human Resources Consulting*; **Keith Higgins**, *Ropes & Gray*;
Alan Kailer, *Hunton & Williams*; **Ron Mueller**, *Gibson Dunn & Crutcher*; **Scott Spector**, *Fenwick & West*
- 3:00 – 4:15 pm** **“Keeping Up with the Joneses: The Hottest Compensation Issues Today”**
Have your stock plans kept pace with today’s regulatory environment and your competitors’ plans? This expert panel will offer practical guidance on the latest innovative plan features and policies, exploring real world examples.
- 4:30 – 5:45 pm** **“Google and Transferable Options—The Next Big Thing?”**
Google recently unveiled its ground-breaking Transferable Options program. Our panel of experts will bring us all up-to-speed covering key aspects of design, implementation and launch, including addressing key SEC, tax and accounting questions. David Lynn, former SEC Chief Counsel, will join with key representatives from Google and Morgan Stanley to demystify how to implement one of these programs.

Do Not Delay. Register Today!

“Member Appreciation Package”

Three Critical Conferences in One!

Three in One!
Register Today!

As a “thank you” to our loyal members, we are making three critical Conferences available in one package—at a very special price. You can take advantage of this special “Member Appreciation Package” to catch these three Conferences provided by Nationwide Video Webcast on October 9-11:

- “Tackling Your 2008 Compensation Disclosures: The 2nd Annual Proxy Disclosure Conference”
- “Hot Topics and Practical Guidance Conference: The Corporate Counsel Speaks”
- “4th Annual Executive Compensation Conference”

Please circle what your company/firm wishes to attend via Nationwide Video Webcast (note that all rates below are member rates):

	<u>“2nd Annual Proxy Disclosure Conference” Only**</u>	<u>“4th Annual Executive Compensation Conference” Only**</u>	<u>“The Corporate Counsel Speaks” Only**</u>	Special Three Conference Package Price:**
<input type="checkbox"/> Single	\$1,095	\$ 795	\$ 795	\$1,595**
<input type="checkbox"/> 2-5 Users*	1,595	995	995	2,295
<input type="checkbox"/> Unlimited*	1,995	1,495	1,495	2,995
<input type="checkbox"/> Firmwide*	2,995	1,995	1,995	3,295

* Note the “2-5 users” and “Unlimited” rate are only available to those in the same office location of the company/firm. The “Firmwide” rate allows anyone in the company/firm to access the Conferences.

** Special rates for members of TheCorporateCounsel.net, CompensationStandards.com or NASPP (if the underlying member license matches the desired Conference license), except the “4th Annual” member rates are only for CompensationStandards.com members.

Live in San Francisco—Limited Space—Hold Your Place Now!

“2nd Annual Proxy Disclosure Conference” Only

\$1,095
(Special rate for TheCorporateCounsel.net or CompensationStandards.com members)

“4th Annual Executive Compensation Conference” Only

\$795
(Special rate for CompensationStandards.com members)

“The Corporate Counsel Speaks” Only

\$1,095
(Special rate for members of TheCorporateCounsel.net, CompensationStandards.com or NASPP)

“NASPP Annual Conference” Only

\$1,495
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Includes “4th Annual Executive Compensation” & “The Corporate Counsel Speaks” Conferences

Special Rate: All Four Conferences! October 9-12

\$2,090
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